

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:	:	Chapter 11
	:	
W. R. GRACE & CO., <i>et al.</i> ,	:	Case No. 01-01139 (JKF)
	:	
Debtors.	:	Jointly Administered
	:	
	:	Re: Docket No. _____

**ORDER GRANTING MOTION OF THE UNITED STATES TRUSTEE FOR THE
APPOINTMENT OF AN EXAMINER PURSUANT TO 11 U.S.C. § 1104(c) RELATED
TO THE CONDUCT OF L. TERSIGNI CONSULTING, P.C.**

This matter came before this Court for hearing on _____, 2007, on the Motion of the United States Trustee for the Appointment of an Examiner to investigate the conduct of L. Tersigni Consulting, P.C, and determine whether the Debtors or the estate have any causes of actions against L. Tersigni Consulting, P.C. as a result of that conduct (the “Motion”). Due and sufficient notice of the Motion was given to interested parties in accordance with the Bankruptcy Code and Rules. Based upon the record, the Court finds that grounds exist for the appointment of an examiner under 11 U.S.C. § 1104(c). The Court further finds that the appointment of an examiner is in the interests of creditors, any equity security holders, and other interests of the estate.

Based on the foregoing and on the record in this case, it is hereby

ORDERED that the Motion is GRANTED; and

IT IS FURTHER ORDERED that the United States Trustee is directed to appoint an examiner (the “Examiner”) pursuant to 11 U.S.C. § 1104(c); and

IT IS FURTHER ORDERED that the Examiner shall investigate the conduct and billing practices of L. Tersigni Consulting, P.C., and to determine, among other things, whether the Debtor

or the estate has any causes of action against L. Tersigni Consulting, P.C., as a result of its billing practices (the “Investigation”); and

IT IS FURTHER ORDERED that the Debtors and all parties in interest shall fully cooperate with the Examiner in the performance of any of the Examiner’s duties and the Investigation, and that all parties in interest shall use their respective best efforts to coordinate with the Examiner to avoid unnecessary interference with, or duplication of, the Investigation; and

IT IS FURTHER ORDERED, that the Examiner shall cooperate fully with any governmental agencies (such cooperation shall not be deemed a public disclosure as referenced above) including, but not limited to, any federal, state or local government agency that may be investigating the Debtors, its management or its financial condition, and the Examiner shall use best efforts to coordinate with such agencies in order to avoid unnecessary interference with, or duplication of, any investigations conducted by such agencies; and

IT IS FURTHER ORDERED that the Examiner may retain counsel and other professionals if he or she determines that such retention is necessary to discharge his or her duties, with such retention to be subject to Court approval under standards equivalent to those set forth in 11 U.S.C. § 327; and

IT IS FURTHER ORDERED that the Examiner and any professionals retained by the Examiner pursuant to any order of this Court shall be compensated and reimbursed for their expenses pursuant to the procedures established in the Administrative Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals (Docket No. 389). Compensation and reimbursement of the Examiner shall be determined pursuant to 11 U.S.C. § 330, and compensation and reimbursement of the Examiner’s professionals shall be determined pursuant

to standards equivalent to those set forth in 11 U.S.C. § 330; and

IT IS FURTHER ORDERED that the Examiner shall have the standing of a “party-in-interest” with respect to the matters that are within the scope of the Investigation, and shall be entitled to appear and be heard at any and all hearings in these cases; and

IT IS FURTHER ORDERED that nothing in this Order shall impede the right of the United States Trustee or any other party in interest to request any other lawful relief, including but not limited to a request to further expand the scope of the Investigation, if during such Investigation other relevant matters are revealed which the United States Trustee or any other party in interest believes should be brought to the attention of the Court.

The Honorable Judith K. Fitzgerald
United States Bankruptcy Judge

Dated: _____